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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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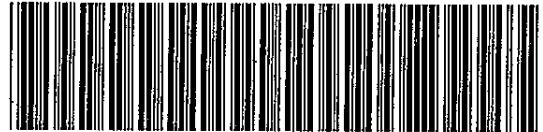
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 FEB 23 AM 11:47

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JOHN MADDEN & ASSOCIATES, P.A.

Attorneys and Counselors at Law

John W. Madden
Dale L. Smith

789 South Federal Highway
Suite 308
Stuart, Florida 34994

Tel: (772) 220-3076
Fax: (772) 220-3767

February 22, 2005

Bureau of Corporate Records
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Bregoff Investments, LLC, a Limited Liability Company

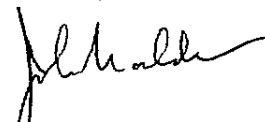
Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Organization of Bregoff Investments, LLC, which includes the Statement Accepting Appointment of Registered Agent, and our check in the amount of One Hundred Fifty Five Dollars (\$155.00), representing payment as follows:

Filing Fee	\$100.00
Registered Agent's Fee	25.00
Certified Copy of Charter	<u>30.00</u>
TOTAL	\$ 155.00

Once these Articles of Organization have been approved and filed by your office, please forward a certified copy of the charter to the undersigned using the additional copy enclosed herewith. Thank you.

Sincerely,



John W. Madden

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

of

Bregoff Investments, LLC

a LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I

Name

The name of the Limited Liability Company is: **Bregoff Investments, LLC**

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is: 789 South Federal Highway, Suite 308, Stuart, FL 34994.

ARTICLE III

Registered Agent, and Registered Office

The name and the Florida street address of the initial registered agent is: John W. Madden, Esq., 789 South Federal Highway, Suite 308, Stuart, Florida 34994.

ARTICLE IV

Duration

The period of duration for the Limited Liability Company shall be: **PERPETUAL**.

ARTICLE V

Management

The Limited Liability Company is to be managed by a member or members and is, therefore, a member-managed company. The names and addresses of the members are:

Keith Bregoff

789 South Federal Highway, Suite 308, Stuart, FL 34994

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TALLAHASSEE, FLORIDA

ARTICLE VI
Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Limited Liability Company, without the written agreement of all of the membership interests. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Limited Liability Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of the profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE VII
Admission of Additional Members

New members shall only be admitted upon the unanimous consent of then existing members.

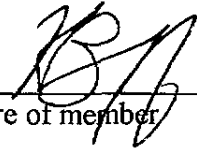
ARTICLE VIII
Members' Rights to Continue Business

By the unanimous consent of all the remaining members, the business of the Limited Liability Company may continue upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IX
Company's Existence

The Limited Liability Company's existence shall begin effective as of February 22nd, 2005.

IN WITNESS WHEREOF, I have signed these Articles of Organization as a member and acknowledged them to be my act this 22nd day of February, 2005.



Signature of member

(In accordance with section 608.408(3), Florida Statutes, the execution of a change constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Keith Bregoff
Typed or printed name of signee

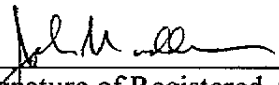
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TALLAHASSEE FLORIDA

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated Limited Liability Company at the place designated in this statement. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Signature of Registered Agent
John W. Madden
Dated: February 22nd, 2005

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this the 22 day of February, 2005, by Keith Bregoff, who is personally known to me or who has produced a Florida Driver License as identification and who did not take an oath. He subscribed the above Articles of Organization, and did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposed therein mentioned and set forth.



NOTARY PUBLIC

Susan Strauss

PRINT NAME

